

EXHIBIT 3

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)
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ORDER PURSUANT TO 11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007
TO EXPUNGE CERTAIN (I) PREPETITION CLAIMS, (II) EQUITY
INTERESTS, (III) BOOKS AND RECORDS CLAIMS, (IV) UNTIMELY
CLAIMS, (V) PAID SEVERANCE CLAIMS, (VI) PENSION, BENEFIT,
AND OPEB CLAIMS, AND (VII) DUPLICATIVE CLAIMS

("THIRTY-SEVENTH OMNIBUS CLAIMS OBJECTION ORDER")

Upon the Thirty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b)
And Fed. R. Bankr. P. 3007 To Expunge Certain (I) Prepetition Claims, (II) Equity Interests, (III)
Books And Records Claims, (IV) Untimely Claims, (V) Paid Severance Claims, (VI) Pension,
Benefit, And OPEB Claims, And (VII) Duplicative Claims (the "Thirty-Seventh Omnibus
Claims Objection" or the "Objection"),¹ of DPH Holdings Corp. and certain of its affiliated
reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"); and
upon the record of the hearing held on the Thirty-Seventh Omnibus Claims Objection and the
representations set forth in the letter, dated December 1, 2009 of John K. Lyons, Esq. to the
Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Thirty-Seventh Omnibus Claims Objection.



IT IS HEREBY FOUND AND DETERMINED THAT:²

A. Each holder of a claim for an administrative expense under section 503(b)(1) of the Bankruptcy Code (each, an "Administrative Claim") listed on Exhibits A, B, C, D, E, F, and G hereto was properly and timely served with a copy of the Thirty-Seventh Omnibus Claims Objection, a personalized Notice Of Objection To Claim, the proposed order granting the Thirty-Seventh Omnibus Claims Objection, and notice of the deadline for responding to the Thirty-Seventh Omnibus Claims Objection. No other or further notice of the Thirty-Seventh Omnibus Claims Objection is necessary.

B. This Court has jurisdiction over the Thirty-Seventh Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334. The Thirty-Seventh Omnibus Claims Objection is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Thirty-Seventh Omnibus Claims Objection in this district is proper under 28 U.S.C. §§ 1408 and 1409.

C. The Administrative Claims listed on Exhibit A assert liabilities or dollar amounts that arose prior to the date upon which the Debtors filed voluntary petitions for reorganization relief under chapter 11 of the Bankruptcy Code (the "Prepetition Claims").

D. The Administrative Claims listed on Exhibit B were filed by holders of Delphi Corporation common stock solely on account of their stock holdings, each of which constitutes an equity interest in Delphi Corporation but does not constitute an Administrative Claim against the Debtors (the "Equity Interests").

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

E. The Administrative Claims listed on Exhibit C assert liabilities and dollar amounts that are not owing pursuant the Reorganized Debtors' books and records (the "Books and Records Claims").

F. The Administrative Claims listed on Exhibit D were not timely filed pursuant to Article 10.2 of the Modified Plan and paragraph 38 of the Modification Procedures Order (the "Untimely Claims").

G. The Administrative Claims listed on Exhibit E are Administrative Claims that the have already been satisfied in full (the "Paid Severance Claims").

H. The Administrative Claims listed on Exhibit F assert Claims for liabilities in connection with the Debtors' pension plans, employee benefit programs, and post-retirement health and life insurance benefit programs for which the Debtors are not liable (the "Pension, Benefit, And OPEB Claims").

I. The Administrative Claims listed on Exhibit G are duplicative of other Administrative Claims (the "Duplicative Claims").

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. Each Prepetition Claim listed on Exhibit A hereto is hereby disallowed and expunged in its entirety.

2. Each Equity Interest listed on Exhibit B hereto is hereby disallowed and expunged in its entirety.

3. Each Books and Records Claim listed on Exhibit C hereto is hereby disallowed and expunged in its entirety.

4. Each Untimely Claim listed on Exhibit D hereto is hereby disallowed and expunged in its entirety.

5. Each Paid Severance Claim listed on Exhibit E hereto is hereby disallowed and expunged in its entirety.

6. Each Pension, Benefit, and OPEB Claim listed on Exhibit F hereto is hereby disallowed and expunged in its entirety.

7. Each Duplicative Claim listed on Exhibit G hereto is hereby disallowed and expunged in its entirety.

8. Exhibit I sets forth each of the Administrative Claims referenced on Exhibits A, B, C, D, E, F, G, H-1, H-2, H-3, H-4, and H-5 in alphabetical order by claimant and cross-references each such Administrative Claim by (a) proof of administrative expense number or schedule number and (b) basis of objection.

9. With respect to each Administrative Claim for which a Response to the Thirty-Seventh Omnibus Claims Objection has been filed and served, and which has not been resolved by the parties, all of which Administrative Claims are listed on Exhibits H-1, H-2, H-3, H-4, and H-5 the hearing regarding the objection to such Claims shall be adjourned to a future date to be noticed by the Reorganized Debtors consistent with and subject to the Claims Objection Procedures Order and the Order Pursuant to 11 U.S.C. §§ 105(a) and 503(b) Authorizing Debtors to Apply Claims Objection Procedures to Address Contested Administrative Expense Claims, entered October 22, 2009 (Docket No. 18998) (the "Administrative Claims Objection Procedures Order"); provided, however, that such adjournment shall be without prejudice to the Reorganized Debtors' right to assert that any such

Response was untimely or otherwise deficient under the Administrative Claims Objection Procedures Order .

10. Entry of this order is without prejudice to the Reorganized Debtors' rights to object, on any grounds whatsoever, to any other claims or Administrative Claims in these chapter 11 cases or to further object to Administrative Claims that are the subject of the Thirty-Seventh Omnibus Claims Objection except as such claims may have been settled and allowed.

11. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of Administrative Claims subject to the Thirty-Seventh Omnibus Claims Objection to hear and determine all matters arising from the implementation of this order.

12. Each of the objections by the Reorganized Debtors to each Administrative Claim addressed in the Thirty-Seventh Omnibus Claims Objection and attached hereto as Exhibits A, B, C, D, E, F, and G constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This order shall be deemed a separate order with respect to each Administrative Claim that is the subject of the Thirty-Seventh Omnibus Claims Objection. Any stay of this order shall apply only to the contested matter which involves such Administrative Claim and shall not act to stay the applicability or finality of this order with respect to the other contested matters covered hereby.

13. Kurtzman Carson Consultants LLC is hereby directed to serve this order, including exhibits, in accordance with the Supplemental Case Management Order.

Dated: White Plains, New York
December 2, 2009

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

In re Delphi Corporation, et al.
Case No. 05-44481 (RDD)

Thirty-Seventh Omnibus Claims Objection

EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS

CREDITOR'S NAME AND ADDRESS *	CLAIM NUMBER	ASSERTED CLAIM AMOUNT **	DATE FILED	DOCKETED DEBTOR
HILLERT PAUL G	18697	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/14/2009	DELPHI CORPORATION (05-44481)
IRENE M COLLINS	17021	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	06/29/2009	DELPHI CORPORATION (05-44481)
JACELYN R SOBEK	17132	Secured: Priority: Administrative: \$644.00 Unsecured: _____ Total: \$644.00	07/01/2009	DELPHI CORPORATION (05-44481)
JACK GASTON	18365	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/13/2009	DELPHI CORPORATION (05-44481)
JAMES A SPENCER	19014	Secured: Priority: Administrative: UNL Unsecured: _____ Total: UNL	07/15/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18621	Secured: Priority: Administrative: \$62,524.08 Unsecured: _____ Total: \$62,524.08	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES B SUMPTER	18620	Secured: Priority: Administrative: \$97,788.00 Unsecured: _____ Total: \$97,788.00	07/14/2009	DELPHI CORPORATION (05-44481)
JAMES D NEWTON JR	16888	Secured: Priority: Administrative: \$487,200.00 Unsecured: _____ Total: \$487,200.00	06/26/2009	DELPHI CORPORATION (05-44481)

* The addresses of the creditors on this exhibit have been intentionally omitted for privacy reasons.

** "UNL" denotes an unliquidated claim.

Exhibit I - Claimants And Related Administrative Claims Subject To Thirty-Seventh Omnibus Claims Objection

Claim Holder	Claim	Exhibit
JACK GASTON	18365	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JACQUELINE STURDIVANT DONALD	16998	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A BRUNER	18235	EXHIBIT G - DUPLICATE CLAIMS
JAMES A JESSUP	18420	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A KANE	17551	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES A LUECKE	17081	EXHIBIT H-4 - ADJOURNED PENSION, BENEFIT, AND OPEB CLAIMS
JAMES A OCONNOR	19383	EXHIBIT D - UNTIMELY CLAIMS
JAMES A SPENCER	19014	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18620	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES B SUMPTER	18621	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES C GRIFFIN	17855	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES C VENABLE	19306	EXHIBIT D - UNTIMELY CLAIMS
JAMES D NEWTON JR	16888	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES E FORBES	17488	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES E STEFFAN	18529	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES EDLINGER	18343	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JAMES H BOARDMAN	16873	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES L NIEMAN	19468	EXHIBIT D - UNTIMELY CLAIMS
JAMES L ODOM	17559	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M BURKE	17207	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES M TRACY	17214	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R BUCZKOWSKI	18128	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R DAVIS	17219	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES R HUBENTHAL	17804	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES ROBERT IMOHL	17117	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES ROBERT IMOHL	17118	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES T CARNEY	17203	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JAMES W DICICCIO	17842	EXHIBIT E - PAID SEVERANCE CLAIMS
JAMES WEBB JR	19375	EXHIBIT D - UNTIMELY CLAIMS
JAMIE L FERGUSON	18034	EXHIBIT E - PAID SEVERANCE CLAIMS
JAN A SULLIVAN	17185	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE E HAGBERG	18476	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANE HAGBERG	18889	EXHIBIT F - PENSION, BENEFIT, AND OPEB CLAIMS
JANET GILL	17538	EXHIBIT C - BOOKS AND RECORDS CLAIMS
JANET S MCCORMICK	19411	EXHIBIT D - UNTIMELY CLAIMS
JANICE ANN FORKNER	18190	EXHIBIT B - EQUITY INTERESTS
JAY ADAMS	17497	EXHIBIT E - PAID SEVERANCE CLAIMS
JEANIE RUNNING	19400	EXHIBIT D - UNTIMELY CLAIMS
JEFFREY A GARDINER	17826	EXHIBIT E - PAID SEVERANCE CLAIMS